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and U.S. Bank Trust National Association, as
Owner Trustee

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
GENERAL MOTORS CORP., <u>et al.</u>)	Case No. 09-50026 (REG)
)	Jointly Administered
)	
)	

**NOTICE OF WITHDRAWAL OF OBJECTION OF GE CAPITAL
CORPORATION AND CERTAIN OF ITS AFFILIATES AND U.S. BANK,
AS OWNER TRUSTEE ON ITS BEHALF, TO (I) DEBTORS' MOTION TO
ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS AND (II) TO
NOTICE OF (A) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN
EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL
PROPERTY AND UNEXPIRED LEASES OF NONRESIDENTIAL
REAL PROPERTY AND (B) CURE AMOUNTS RELATED THERETO**

PLEASE TAKE NOTICE THAT:

General Electric Capital Corporation and certain of its affiliates (collectively, "GECC"),
by and through their undersigned counsel, hereby withdraw the Objection of GE Capital
Corporation and Certain of its Affiliates and U.S. Bank, as Owner Trustee on its Behalf, to (I)

Debtors' Motion to Assume and Assign Certain Executory Contracts and (II) to Notice of (A) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Non-Residential Real Property and (B) Cure Amounts Related Thereto (Docket No. 1143) ("the Objection"). This withdrawal of the Objection shall not affect the rights of GECC under the Stipulation and Order Resolving Objection to Sale Motion, entered by the court on July 2, 2009 (Docket No. 2947).

Dated: December 14, 2009
New York, NY

Respectfully submitted,

LATHAM & WATKINS LLP

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Attorneys for U.S. Bank National Association (and
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Trustee, with respect to the Lease Transactions